

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TENNESSEE
AT CHATTANOOGA**

| | | |
|---|---|--------------------------------------|
| JIM ANDERSON, JAMES GALLACIO, |) | |
| STEVEN KANAN, VERA F. BAKER |) | |
| TRUST, WESTBAY MANAGEMENT, CO., |) | JURY DEMAND |
| and WAYNE ANDERSON, on behalf of |) | |
| themselves and all other stockholders of |) | Case No. 1:07-cv-100 |
| Wilon Resources, Inc., |) | |
| |) | Honorable Curtis L. Collier |
| Plaintiffs, |) | |
| |) | Magistrate Judge Susan K. Lee |
| v. |) | |
| |) | |
| HARRY F. THOMPSON, AMY PYE, |) | |
| ERIC J. THOMPSON, WILON RESOURCES, |) | |
| INC., a Tennessee Corporation, and JOHN |) | |
| DOES 1-5, fictitious defendants, Defendants, |) | |
| |) | |
| Defendants. |) | |

AGREED ORDER

This matter came before this Court on December 6, 2007 pursuant to Plaintiffs' Motion to Compel Stockholders Meeting. [Court Doc. #47]. Defendant Wilon Resources, Inc. ("Wilon") advised the Court in brief and in open court that it desires and plans to conduct a shareholders' meeting but that the date proposed by Plaintiffs is not feasible. Counsel for all parties subsequently agreed that the date proposed by Plaintiffs is not feasible. The Court accordingly requested the parties to confer and attempt to agree upon an appropriate date for a shareholders' meeting. The parties subsequently met and announced to the Court that an agreement had been reached.

In accordance with the parties' agreement, it is hereby ORDERED that Wilon shall hold its annual shareholders' meeting on April 1, 2008 and that the record date for such meeting shall be January 22, 2008. It is further ORDERED that, within ten (10) days after the record date,

Wilon shall provide Plaintiffs' counsel with the list of shareholders (as of the record date) which Wilon receives from its transfer agent. Wilon shall provide notice of such meeting in a form substantially identical to the form attached as Exhibit A unless otherwise agreed by the parties.

Enter this the ____ day of December, 2007.

s/Susan K. Lee

SUSAN K. LEE
UNITED STATES MAGISTRATE JUDGE

AGREED TO BY:

LOWE & YEAGER

By: s/Darryl G. Lowe
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[ADDITIONAL SIGNATURE ON FOLLOWING PAGE]

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Attorneys for Defendant Wilon Resources, Inc.

WILON RESOURCES, INC.

EXHIBIT A

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
April 1, 2008

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Wilon Resources, Inc., a Tennessee corporation (the "Company"), will be held at _____, Chattanooga, Tennessee, on Tuesday, April 1, 2008 at 4:00 p.m. (EDT) for the following purposes:

(1) to elect four directors to serve for a term of one year commencing with their election, and until their respective successors are elected and qualified at a subsequent shareholders meeting, or otherwise in accordance with applicable law;

(2) to act upon a proposal to approve an amendment to the Company's charter and bylaws to provide for the holding of a special meeting of shareholders if the holders of at least fifteen percent (15%) of the shares entitled to be voted submit to the corporation's president a written request for a special shareholders' meeting;

(3) to act upon a proposal to ratify the selection of Wilkins, Crews & Associates, P.C. as the independent public accountants for the Company's fiscal years ending September 30, 2007 and September 30, 2008; and

(4) to consider and act upon any other matters, such as an alternative proposal to hire independent public accountants, which may properly come before the meeting or any adjournment thereof.

In accordance with an Agreed Order of the United States District Court for the Eastern District of Tennessee entered in the case entitled Anderson, et al. v. Thompson, et al., the Board of Directors has fixed the close of business on January 22, 2008 as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Annual Meeting.

The Board of Directors and management are not distributing any proxy materials or soliciting proxies for the Annual Meeting on behalf of the Company, although the plaintiffs in the above-referenced action have indicated their intention to do so, and individual directors and members of management may solicit proxies in their capacities as individual stockholders. Accordingly, a stockholder wishing to vote must either vote in person at the meeting or make arrangements to grant a proxy to a person who will attend and vote. If you are a beneficial owner holding shares in "Street Name" and wish to vote in person at the meeting, you must obtain a legal proxy from your bank or broker and bring it with you to the meeting.

By Order of the Directors:

Harry Thompson, President

Chattanooga, Tennessee

_____, 2008

